

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**Zai Lab Limited**

(Exact name of registrant as specified in its charter)

**Cayman Islands**  
(State or other jurisdiction of  
incorporation or organization)

**98-1144595**  
(I.R.S Employer  
Identification No.)

**4560 Jinke Road**  
**Bldg. 1, Fourth Floor, Pudong,**  
**Shanghai, China**

**201210**

**314 Main Street**  
**4th Floor, Suite 100**  
**Cambridge, MA, USA**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

**Zai Lab Limited 2024 Equity Incentive Plan**  
(Full title of the plan)

**F. Ty Edmondson**  
**314 Main Street**  
**4th Floor, Suite 100**  
**Cambridge, MA 02142**  
**Telephone: +1 (857) 706-2604**  
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register 99,208,743 ordinary shares, par value \$0.000006 per share, of Zai Lab Limited (the “Registrant”) that may be issued pursuant to the Zai Lab Limited 2024 Equity Incentive Plan (the “Plan”).

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to participants covered by the Plan, as specified by Rule 428(b)(1) under the Securities Act.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference

The following documents previously filed with the Securities and Exchange Commission (the “Commission”) by the Registrant are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the Commission on February 27, 2024 (the “2024 Form 10-K”);
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2024, filed with the Commission on May 8, 2024;
- (c) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [February 8, 2024](#), [June 11, 2024](#), and [June 18, 2024](#); and
- (d) The description of the Registrant’s ordinary shares incorporated by reference in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-38205), filed with the Commission on September 14, 2017, including any amendment and report subsequently filed for purpose of updating that description, including the Description of Securities Registered contained in [Exhibit 4.5](#) to the 2024 Form 10-K.

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Commission, including any information furnished pursuant to Item 2.02 or Item 7.01 of the Registrant’s Current Reports on Form 8-K, such information or exhibit is specifically not incorporated by reference into this Registration Statement.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any document or any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained in this Registration Statement or in any other later filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or

supersedes such document or such statement in such document. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to be a part of this Registration Statement.

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

The Companies Act (Revised) of the Cayman Islands does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime.

The Registrant's Sixth Amended and Restated Articles of Association provides that the Registrant shall indemnify its directors and officers (each an indemnified person) against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such indemnified person, other than by reason of such person's own willful neglect or default, in or about the conduct of the Registrant's business or affairs or in the execution or discharge of his or her duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such indemnified person in defending (whether successfully or otherwise) any civil proceedings concerning the Registrant or its affairs in any court whether in the Cayman Islands or elsewhere.

Pursuant to the indemnification agreements the Registrant entered into with each of its directors and executive officers, the Registrant agreed to indemnify its directors and executive officers against certain liabilities and expenses incurred by such persons in connection with claims made by reason of their being such a director or officer.

**Item 7. Exemption from Registration Claimed**

Not applicable.

## Item 8. Exhibits

The Exhibits listed on the accompanying Exhibit Index are filed as a part of, or incorporated by reference into, this Registration Statement.

### EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
4.1	<a href="#">Sixth Amended and Restated Memorandum and Articles of Association of Zai Lab Limited (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-38205) filed on June 22, 2022)</a>
4.2	<a href="#">Registrant's Specimen Certificate for Ordinary Shares (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-264800) filed on May 9, 2022)</a>
4.3	<a href="#">Form of American Depositary Receipt (incorporated by reference to Form 424B3 (File No. 333-220256), filed on March 30, 2022)</a>
4.4	<a href="#">Form of Deposit Agreement (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registrant's Registration Statement on Form F-1 (File No. 333-219980) filed on September 1, 2017)</a>
4.5#	<a href="#">Zai Lab Limited 2024 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K (File No. 001-38205) filed on June 18, 2024)</a>
5.1	<a href="#">Opinion of Travers Thorp Alberga regarding the validity of the ordinary shares being registered</a>
23.1	<a href="#">Consent of KPMG LLP, an independent registered accounting firm, regarding the consolidated financial statements of Zai Lab Limited</a>
23.2	<a href="#">Consent of Deloitte Touche Tohmatsu Certified Public Accountants LLP, an independent registered accounting firm, regarding the consolidated financial statements of Zai Lab Limited</a>
23.3	<a href="#">Consent of Travers Thorp Alberga (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on the signature page of this Registration Statement under the caption "Power of Attorney")</a>
107	<a href="#">Filing Fee Table</a>

# Management contract or compensatory plan, contract, or arrangement

## Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum

aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, State of Massachusetts, on June 18, 2024.

**ZAI LAB LIMITED**

By: /s/ F. Ty Edmondson  
Name: F. Ty Edmondson  
Title: Chief Legal Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Samantha (Ying) Du, Yajing Chen, and F. Ty Edmondson, and each of them singly, as his or her true and lawful attorneys-in-fact and agents, each with the full power of substitution and re-substitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them singly, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Samantha (Ying) Du</u> Samantha (Ying) Du	Chief Executive Officer and Chairperson of the Board of Directors (Principal Executive Officer)	June 18, 2024
<u>/s/ Yajing Chen</u> Yajing Chen	Chief Financial Officer (Principal Financial and Accounting Officer)	June 18, 2024
<u>/s/ Kai-Xian Chen</u> Kai-Xian Chen	Director	June 18, 2024
<u>/s/ John Diekman</u> John Diekman	Director	June 18, 2024
<u>/s/ Richard Gaynor</u> Richard Gaynor	Director	June 18, 2024
<u>/s/ Nisa Leung</u> Nisa Leung	Director	June 18, 2024
<u>/s/ William Lis</u> William Lis	Director	June 18, 2024
<u>/s/ Scott Morrison</u> Scott Morrison	Director	June 18, 2024
<u>/s/ Leon O. Moulder, Jr.</u> Leon O. Moulder, Jr.	Director	June 18, 2024
<u>/s/ Michel Vounatsos</u> Michel Vounatsos	Director	June 18, 2024
<u>/s/ Peter Wirth</u> Peter Wirth	Director	June 18, 2024



**CALCULATION OF FILING FEE TABLE**

**Form S-8**  
(Form Type)

**Zai Lab Limited**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	<u>Security Type</u>	<u>Security Class Title</u>	<u>Fee Calculation Rule</u>	<u>Amount Registered(1)</u>	<u>Proposed Maximum Offering Price Per Unit(2)</u>	<u>Maximum Aggregate Offering Price</u>	<u>Fee Rate</u>	<u>Amount of Registration Fee(2)</u>
Fees to be Paid	Equity(3)	Ordinary Shares, par value \$0.000006 per share(3)	Rules 457(c) and 457(h)	99,208,743 (4)	1.897	188,198,985.47	.00014760	27,778.17
	<b>Total Offering Amounts</b>							\$ --
	<b>Total Fee Offsets</b>							\$ --
	<b>Net Fee Due</b>							\$ 27,778.17

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers such additional Ordinary Shares of the Registrant as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act based on the average high and low prices of the Registrant’s American Depositary Shares (“ADSs”) as reported by the NASDAQ Global Market on June 14, 2024, a date that is within five business days prior to the date on which this Registration Statement is being filed, to be \$19.39 and \$18.55, respectively. One of the Registrant’s ADSs represents ten Ordinary Shares.
- (3) These Ordinary Shares may be represented by the Registrant’s ADSs.
- (4) The Zai Lab Limited 2024 Equity Incentive Plan (the “Plan”) authorizes the issuance of a maximum number of Ordinary Shares equal to 99,208,743 as of June 18, 2024 (i.e., the date the Plan was approved by Zai Lab Limited’s shareholders). The Plan was approved by shareholders at the 2024 Annual General Meeting of Shareholders of Zai Lab Limited held on June 18, 2024.

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Zai Lab Limited  
4560 Jinke Road  
Bldg. 1, Fourth Floor, Pudong  
Shanghai, China  
201210

314 Main Street  
4th Floor, Suite 100  
Cambridge, MA 02142  
USA

June 18, 2024

Dear Sirs and Madams

**Zai Lab Limited**

We have examined the Registration Statement on Form S-8 being filed by Zai Lab Limited, a Cayman Islands exempted company incorporated with limited liability (the “**Registrant**”), with the Securities and Exchange Commission (the “**Registration Statement**”), relating to the registration under the Securities Act of 1933, as amended, relating to 99,208,743 ordinary shares of the Registrant (the “**Shares**”) for issuance pursuant to the Zai Lab Limited 2024 Equity Incentive Plan (the “**Plan**”).

As Cayman Islands counsel to the Registrant, we have examined the corporate authorisations of the Registrant in connection with the Plan and the issue of the Shares by the Registrant and have assumed that the Shares will be issued in accordance with the Plan and the resolutions authorizing the issue.

It is our opinion that the Shares to be issued by the Registrant have been duly and validly authorised, and when issued, sold and paid for in the manner described in the Plan and in accordance with the relevant resolutions adopted by the Board of Directors of the Registrant (or any committee to whom the Board of Directors have delegated their powers with respect to administration of the Plan) and when appropriate entries have been made in the Register of Members of the Registrant, will be legally issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us in the Registration Statement and any amendments thereto.

Yours faithfully

/s/ TRAVERS THORP ALBERGA

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our reports dated February 27, 2024, with respect to the consolidated financial statements of Zai Lab Limited, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Short Hills, New Jersey  
June 18, 2024

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2022, relating to the consolidated financial statements of Zai Lab Limited appearing in the Annual Report on Form 10-K of Zai Lab Limited for the year ended December 31, 2023.

/s/ Deloitte Touche Tohmatsu Certified Public Accountants LLP

Shanghai, the People's Republic of China  
June 18, 2024